

Objection Deadline: July 25, 2012 at 4:00 p.m. (Prevailing Eastern Time)
Hearing Date and Time: August 15, 2012 at 10:00 a.m. (Prevailing Eastern Time)

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

LEHMAN BROTHERS HOLDINGS INC., et al.,

Debtors.

x
:
: **Chapter 11**
:
: **Case No. 08-13555 (JMP)**
:
: **(Jointly Administered)**
:
:
x

**NOTICE OF LEHMAN BROTHERS SPECIAL FINANCING INC. WORKING
GROUP'S APPLICATION FOR ENTRY OF AN ORDER, PURSUANT TO
11 U.S.C. §§ 503(b)(3)(D) AND 503(b)(4) FOR ALLOWANCE AND REIMBURSEMENT
OF REASONABLE PROFESSIONAL FEES AND ACTUAL, NECESSARY
EXPENSES IN MAKING A SUBSTANTIAL CONTRIBUTION IN THESE CASES**

PLEASE TAKE NOTICE that a hearing on the application of Bank of America, N.A., Centerbridge Credit Advisors, LLC, Crédit Agricole Corporate and Investment Bank, Credit Suisse International, D.E. Shaw Oculus Portfolios, L.L.C., D.E. Shaw Composite Portfolios, L.L.C., Deutsche Bank AG, Eton Park Capital Management, L.P., Goldman Sachs Bank USA, Goldman Sachs International, Merrill Lynch International, Morgan Stanley & Co. International plc, Morgan Stanley Capital Services, Inc., Oaktree Capital Management, L.P. (solely in its capacity as agent on behalf of certain funds advised by it or its respective subsidiaries), Silver Point Finance, LLC (an affiliate of certain claim holders), and the Royal Bank of Scotland plc, (collectively, the "Working Group") for Entry of an Order, Pursuant to 11 U.S.C. §§ 503(b)(3)(D) and 503(b)(4) for Allowance and Reimbursement of Reasonable Professional Fees in Making a Substantial Contribution in These Cases filed on July 5, 2012 (Doc. No. 29239) (the "Application") will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), on **August 15, 2012 at 10:00 a.m. (prevailing Eastern Time)** (the "Hearing").

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF),

WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to Chambers), and shall be served upon: (i) the chambers of the Honorable James M. Peck, One Bowling Green, New York, New York, 10004, Courtroom 601 (ii) Lehman Brothers Holdings Inc., 1271 Avenue of the Americas, 45th Floor, New York, New York 10020 (Attn: John Suckow and William Fox); (iii) Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Harvey Miller, Esq. and Richard P. Krasnow, Esq.) counsel for the Debtors; (iv) Milbank, Tweed, Hadley & McCoy LLP, 1 Chase Manhattan Plaza, New York, New York 10005 (Attn: Dennis F. Dunne, Esq., Dennis O'Donnell, Esq. and Evan Fleck, Esq.) counsel for the Creditors' Committee; (v) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 22nd Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Esq., Elisabetta G. Gasparini, Esq., and Andrea B. Schwartz, Esq.); (vi) Godfrey & Kahn, S.C., One East Main Street, Suite 500, Madison, Wisconsin 53703 (Attn: Brady C. Williamson, Esq. and Katherine Stadler, Esq.) counsel for the Fee Committee; (vii) counsel to each of the members of the Working Group, at the address provided for such counsel in the signature pages hereto; and (viii) all other parties who have requested notice in these chapter 11 cases, so as to be so filed and received by no later than **July 25, 2012 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Application is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: July 13, 2012
New York, New York

[Signature Pages Follow]

Respectfully submitted,

BINGHAM MCCUTCHEN LLP
399 Park Avenue
New York, New York 10022
Telephone: (212) 705-7000
Facsimile: (212) 752-5378
Joshua Dorchak
joshua.dorchak@bingham.com

By: /s/ Joshua Dorchak
Joshua Dorchak
A Member of the Firm

Attorneys for Deutsche Bank AG

CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
Howard R. Hawkins, Jr.
Howard.Hawkins@cwt.com

- and -

700 Sixth Street, N.W.
Washington, D.C. 20001
Telephone: (202) 862-2200
Facsimile: (202) 862-2400
Mark C. Ellenberg
Mark.Ellenberg@cwt.com
Peter Friedman
Peter.Friedman@cwt.com

By: /s/ Mark C. Ellenberg
Mark C. Ellenberg
A Member of the Firm

*Attorneys for Morgan Stanley Capital Services Inc. and Morgan
Stanley & Co. International plc*

CLEARY GOTTlieb STEEN & HAMILTON LLP

One Liberty Plaza
New York, New York 10006
Telephone: (212) 225-2000
Facsimile: (212) 225-3999
Thomas J. Moloney
tmoloney@cgsh.com
Sean A. O'Neal
soneal@cgsh.com

By: /s/ Sean A. O'Neal
Thomas J. Moloney
Sean A. O'Neal
A Member of the Firm

*Attorneys for D.E. Shaw Oculus Portfolios, L.L.C, D.E. Shaw
Composite Portfolios, L.L.C., Goldman Sachs Bank USA, and
Goldman Sachs International*

CLIFFORD CHANCE LLP
31 West 52nd Street
New York, New York 10019
Telephone: (212) 878-8000
Facsimile: (212) 878-8375
Andrew Brozman
Andrew.Brozman@CliffordChance.com

By: /s/ Andrew Brozman
Andrew Brozman
A Member of the Firm

Attorneys for Credit Agricole Corporate and Investment Bank

CRAVATH SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, New York 10019
Telephone: (212) 474-1000
Facsimile: (212) 474-3700
Richard Levin
RLevin@cravath.com

By: /s/ Richard Levin
Richard Levin
A Member of the Firm

Attorneys for Credit Suisse International

PROSKAUER ROSE LLP
Eleven Times Square
New York, New York 10036-8299
Telephone: (212) 969-4053
Facsimile: (212) 969-2900
Irena M. Goldstein
igoldstein@proskauer.com

By: /s/ Irena M. Goldstein
Irena M. Goldstein
A Member of the Firm

Attorneys for The Royal Bank of Scotland plc

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3545
Facsimile: (212) 492-0545
Brian S. Hermann
Bhermann@paulweiss.com

By: /s/ Brian S. Hermann
Brian S. Hermann
A Member of the Firm

Attorneys for Eton Park Capital Management, L.P.

PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 Avenue of the Americas
New York, New York 10019
Telephone: (212) 373-3000
Facsimile: (212) 757-3990
Jeffrey D. Saferstein
jsaferstein@paulweiss.com
Alan W. Kornberg
akornberg@paulweiss.com

By: /s/ Jeffrey D. Saferstein
Jeffrey D. Saferstein
Alan Kornberg
A Member of the Firm

*Attorneys for Oaktree Capital Management, L.P., solely in its
capacity as agent on behalf of certain funds advised by it or their
respective subsidiaries, and Silver Point Finance, LLC on behalf of
its affiliated investment funds)*

SHEARMAN & STERLING LLP
599 Lexington Avenue
New York, New York 10022
Telephone: (212) 848-4000
Facsimile: (212) 848-7179
Fredric Sosnick
fsosnick@shearman.com
Ned S. Schodek
ned.schodek@shearman.com

By: /s/ Frederic Sosnick
Fredric Sosnick

*Attorneys for Bank of America, N.A. and Merrill Lynch
International*

WILLKIE FARR & GALLAGHER LLP

787 Seventh Avenue
New York, New York 10019
Telephone: (212) 728-8651
Facsimile: (212) 728-9651
Matt Feldman
mfeldman@willkie.com
Robin Spiegel
rspigel@willkie.com

By: /s/ Matt Feldman
Matt Feldman
Robin Spiegel
A Member of the Firm

Attorneys for Centerbridge Credit Advisors, LLC